

H 92209

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

MELITTA SMALL ELECTRICS, INC., a Texas corporation, not qualified in Florida

INTO

PORTA HOLDINGS, INC., a Florida corporation, H92209

File date: December 26, 1996, effective December 31, 1996

Corporate Specialist: Karen Gibson

Account number: 072100000032

Account charged: 122.50



THE UNITED STATES  
CORPORATION  
COMPANY

H 92209

ACCOUNT NO. : 072100000032

REFERENCE : 202163 1579E

AUTHORIZATION : Patricia Pyzdek

COST LIMIT : \$ 122.50

FILED  
96 DEC 26 PM 3:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : December 26, 1996

ORDER TIME : 2:05 PM

ORDER NO. : 202163-005

CUSTOMER NO: 1579E

CUSTOMER: Ms. Sherry Logsdon  
Foley & Lardner  
P. O. Box 3391  
100 North Tampa, Suite 2700  
Tampa, FL 33602-5804

EFFECTIVE DATE  
12-31-96

700002038597--0

7/3/96

ARTICLES OF MERGER

MELITTA SMALL ELECTRICS, INC.

INTO

PORTA HOLDINGS, INC.

RECEIVED  
96 DEC 26 PM 2:49  
DIVISION OF CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX \_\_\_\_\_ CERTIFIED COPY  
\_\_\_\_\_ PLAIN STAMPED COPY

CONTACT PERSON: Gail Williams

EXAMINER'S INITIALS:

1227

**EFFECTIVE DATE**  
12-31-96

**CERTIFICATE OF MERGER**

of  
**MELITTA SMALL ELECTRICS, INC., a Texas corporation**  
and  
**PORTA HOLDINGS, INC., a Florida corporation**

**FILED**  
96 DEC 26 PM 3:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1104 of the Florida Business Corporation Act and Article 5.16 of the Texas Business Corporation Act, MELITTA NORTH AMERICA, INC., a New Jersey corporation (the "Parent Corporation"), desiring to merge its wholly owned subsidiary, MELITTA SMALL ELECTRICS, INC., a Texas corporation (the "Merged Subsidiary") with and into its wholly owned subsidiary PORTA HOLDINGS, INC., a Florida corporation (the "Surviving Subsidiary"), hereby files the following Certificate of Merger for the purpose of merging the Subsidiary with and into the Parent Corporation, effective on December 31, 1996.

1. Names of Constituent Corporation. The name of the Merged Subsidiary and the Surviving Subsidiary and the states under the laws of which they are respectively organized are:

Name of Corporation

State

Parent Corporation

Melitta North America, Inc., a  
New Jersey corporation

New Jersey

Subsidiaries

Melitta Small Electrics, Inc,  
a Texas corporation  
(the "Merged Subsidiary")

Texas

Porta Holdings, Inc., a  
Florida corporation  
(the "Surviving Subsidiary")

Florida

2. Plan of Merger. The Plan of Merger (the "Plan of Merger") is attached hereto as Exhibit A, and is incorporated herein by this reference.

3. Approval By Board of Directors of Parent Corporation. The Board of Directors of the Parent Corporation adopted the Plan of Merger and approved the merger therein described on December 24, 1996.

4. Ownership of Subsidiaries. The merger Subsidiary has, issued and outstanding a single class of stock, par value \$1.00, all of which is owned by the Parent Corporation. The Surviving Subsidiary has, issued and outstanding, a single class of stock, par value \$ 1.00, all of which is owned by the Parent Corporation.

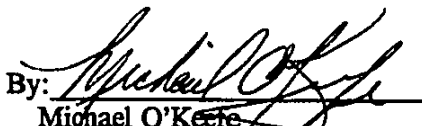
5. Dissenter's Rights. The shareholders of the Surviving Corporation who, except for the applicability of Section 607.1104 of the Florida Business Corporation Act, would be entitled to vote and who dissent from the merger pursuant to Section 607.1320 of the Florida Business Corporation Act may be entitled, if they comply with the provision thereof, to be paid the fair market value of their shares.

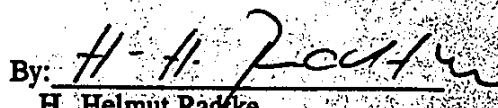
6. Effective Date. The merger herein described shall become effective on December 31, 1996.

IN WITNESS WHEREOF, the Parent Corporation has caused this Certificate of Merger to be executed as of the 24th day of December, 1996.

MELITTA NORTH AMERICA,  
INC., a New Jersey corporation

ATTEST:

By:   
Michael O'Keefe  
Vice President

By:   
H. Helmut Radtke  
President

**EXHIBIT A**  
**MERGER**  
**OF**  
**MELITTA SMALL ELECTRICS, INC.**  
**WITH AND INTO**  
**PORTA HOLDINGS, INC.**

**PLAN OF MERGER**

**FILED**  
96 DEC 26 PM 3:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. Definitions. For the purposes hereof, the following terms shall be defined as follows:

(a) "Constituent Corporations" - Melitta Small Electrics, Inc., a Texas corporation and Porta Holdings, Inc., a Florida corporation.

(b) "Merged Corporation" - Melitta Electrics, Inc., a Texas corporation.

(c) "Surviving Corporation" - upon the effective date of the merger, Porta Holdings, Inc., a Florida corporation.

2. Organizational Documents of Surviving Corporation. The Articles of Incorporation and the Bylaws of Porta Holdings, Inc., upon the effective date of the merger, shall become the Articles of Incorporation and the Bylaws of the Surviving Corporation, until altered, amended, or repealed.

3. Capital Stock of Merged Corporation. From and after the effective date of the merger the shares of stock of the Merged Corporation shall be automatically canceled.

4. Directors and Officers. The Board of Directors of the Surviving Corporation after the consummation of the transactions described herein shall consist of the persons who are the members of the Board of Directors of Porta Holdings, Inc. at the time the merger becomes effective, and such persons shall serve until their respective successors are duly elected and qualified. The persons who are officers of the Surviving Corporation after the consummation of the transactions described herein shall consist of the persons who are the officers of the Porta Holdings, Inc. at the time the merger becomes effective, and such persons shall serve until their respective successors are duly elected and qualified.

5. Effect of Merger. Upon the effective date of the merger, the separate existence of the Merged Corporation shall cease, and the Merged Corporation shall be merged in accordance with the provisions of this Plan of Merger into the Surviving Corporation, which shall survive such merger and shall continue in existence and shall, without other transfer, succeed to and possess all of the rights, privileges, immunities, powers and purposes of each of the Constituent Corporations consistent with the Articles of Incorporation of the Surviving Corporation, and all property, real personal and mixed, causes of action, and every other asset of each of the Constituent Corporations shall vest in the Surviving Corporation without further

act or deed; the Surviving Corporation shall assume and be liable for all of the liabilities, obligations and penalties of each of the Constituent Corporations. No liability or obligation against either of the Constituent Corporations due or to become due, claim or demand for any cause existing against either of the Constituent Corporations, or any member, director, or officer thereof, shall be released or impaired by such merger. No action or proceeding, civil or criminal, then pending by or against either of the Constituent Corporations, or any member, director, or officer thereof, shall abate or be discontinued by such merger but may be enforced, prosecuted, settled, or compromised as if such merger had not occurred, or the Surviving Corporation may be substituted in such action in place of either of the Constituent Corporations.

6. Effective Date. This Merger described in this Plan of Merger shall become effective on December 31, 1996.

7. Further Assurances. To the extent permitted by law, from time to time, as and when requested by the Surviving Corporation or by its successors and assigns, the Merged Corporation shall execute and deliver or cause to be executed and delivered all such deeds and instruments, and to take or cause to be taken, such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation title to, and possession of, and property of the Merged Corporation acquired or to be acquired by reason of or as a result of the merger herein provided for; and the proper officers and directors of the Merged Corporation and the proper officers and directors of the Surviving Corporation are fully authorized, in the name of the Surviving Corporation or otherwise, to take any and all such action.